

EXHIBIT A

ARTICLES OF INCORPORATION
(Attached)

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received

(FOR BUREAU USE ONLY)

MAR 08 1996

FILED

MAR 08 1996

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

EFFECTIVE DATE:

Name

Superior Technologies, Inc.

Address

600 Lakeshore Drive

City

State

Zip Code

Houghton

Michigan

49931

Document will be returned to the name and address you enter above

376-791

ARTICLES OF INCORPORATION**For use by Domestic Profit Corporations**

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

Superior Technologies, Inc.

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

ARTICLE III

The total authorized shares:

1. Common Shares 45,000

Preferred Shares 15,000

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

See Attachment

ARTICLE IV

1. The address of the registered office is:

600 Lakeshore Drive Houghton, Michigan 49931
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:

P. O. Box 130 Houghton, Michigan 49931
(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent at the registered office is: David A. Puskala

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name

Residence or Business Address

Michael D. McIntyre

2121 University Park Dr., Okemos, MI 48864

ARTICLE VI (Optional. Delete if not applicable)

DELETED

~~When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.~~

ARTICLE VII (Optional. Delete if not applicable)

DELETED

~~Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.~~

~~Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.~~

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

Article ~~VII~~ VI

To the fullest extent authorized by the laws of the State of Michigan, a director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for a breach of the director's fiduciary duty. However, the provision does not eliminate or limit the liability of a director for any of the following, as per Section MCL 450.1209(c):

- (i) A breach of the director's duty of loyalty to the corporation or its shareholders.
- (ii) Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of the law.
- (iii) A violation of MCL 450.1551.
- (iv) A transaction from which the director derived an improper personal benefit.
- (v) An act or omission occurring before the filing of this document.

Article ~~VI~~ VII

The Board of Directors of the Corporation shall have power, without the assent of vote of the Shareholders, to make alter, amend, or repeal the Code of Bylaws of the Corporation. The affirmative vote of a majority of the members of the Board of Directors shall be necessary to make such Code or to effect any alteration, amendment or repeal thereof. All provisions for the regulation of the business and management of the affairs of the Corporation shall be stated in the Bylaws. The Shareholders reserve the right to over-rule or change any actions of the Board of Directors regarding the Bylaws at any regular or special meeting of the Shareholders.

I, ~~(AWB)~~, the incorporator(s) sign my ~~(our)~~ name(s) this 8th day of March, 19 96.


Michael D. McIntyre

Name of person or organization
remitting fees:

Michael D. McIntyre

Preparer's name and business
telephone number:

Michael D. McIntyre

(517) 347-5000

INFORMATION AND INSTRUCTIONS

1. The articles of incorporation cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporation and Securities Bureau. The original will be returned to the address appearing in the box on the front as evidence of filing.

Since this document will be maintained on optical disk media, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of Act 284, P.A. of 1972, by one or more persons for the purpose of forming a domestic profit corporation.
4. Article I - The corporate name of a domestic profit corporation is required to contain one of the following words or abbreviations: "Corporation", "Company", "Incorporated", "Limited", "Corp.", "Co.", "Inc.", or "Ltd."
5. Article II - State, in general terms, the character of the particular business to be carried on. Under section 202(b) of the Act, it is sufficient to state substantially, alone or with specifically enumerated purposes, that the corporation may engage in any activity within the purposes for which corporations may be formed under the Act. The Act requires, however, that educational corporations state their specific purposes.
6. Article III - Indicate the total number of shares which the corporation has authority to issue. If there is more than one class or series of shares, state the relative rights, preferences and limitations of the shares of each class in Article III(2).
7. Article IV - A post office box may not be designated as the address of the registered office.
8. Article V - The Act requires one or more incorporators. Educational corporations are required to have at least three (3) incorporators. The address(es) should include a street number and name (or other designation), city and state.
9. The duration of the corporation should be stated in the articles only if the duration is not perpetual.
10. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
11. The articles must be signed in ink by each incorporator. The names of the incorporators as set out in article V should correspond with the signatures.
12. **FEES:** Make remittance payable to the State of Michigan. Include corporation name on check or money order.

NONREFUNDABLE FEE	\$10.00
ORGANIZATION FEE: first 60,000 authorized shares or portion thereof	\$50.00
TOTAL MINIMUM FEE	\$60.00
ADDITIONAL ORGANIZATION FEE FOR AUTHORIZED SHARES OVER 60,000:	
each additional 20,000 authorized shares or portion thereof	\$30.00
maximum fee for first 10,000,000 authorized shares	\$5,000.00
each additional 20,000 authorized shares or portion thereof in excess of 10,000,000 shares	\$30.00
maximum fee per filing for authorized shares in excess of 10,000,000 shares	\$200,000.00

13. Mail form and fee to:

The office is located at:

Michigan Department of Commerce
Corporation and Securities Bureau
Corporation Division
P.O. Box 30054
Lansing, MI 48909-7554

6546 Mercantile Way
Lansing, MI 48910
Telephone: (517) 334-6302

Attachment to Form C & S 500

Articles of Incorporation

Corporation Name: Superior Technologies, Inc.

Article III (Continued)

This Corporation is authorized to issue three (3) classes of shares of stock to be designated "Class A Common," "Class B Common," and "Class A Preferred."

The total number of shares that this Corporation is authorized to issue is sixty thousand (60,000) with no par value for all three (3) classes of stock. The total number of authorized shares shall be divided between the three (3) classes as follows:

Class A Common, 5,000 shares
Class B Common, 40,000 shares
Class A Preferred, 15,000 shares

The Corporation's Board of Directors shall have authority to determine the stated value for such shares and to adopt agreements and policies concerning issuance, transfers and other stock transactions. Shareholders of any class of the Corporation's stock shall not have any preemptive right to acquire unissued shares of any class of stock of the Corporation.

Class A Common: The holders of Class A common shares shall have exclusive voting power, one (1) vote per share, in all matters requiring or presented for a vote of the Corporation's stockholders including election of directors, except as may be pursuant to the provisions of this article. The corporation's Board of Directors may declare, from time to time, dividends on the Class A common stock when the Corporation's financial position allows, at the Board's discretion, and in keeping with all applicable laws and regulations.

In the event of liquidation or dissolution or winding-up, whether voluntary or involuntary, the holders of Class A common stock shall only be entitled to a pro rata allocation per share of any remaining assets of the Corporation after payment of all liabilities of the Corporation and payment in full of all priority claims or other classes of stock as established in these articles.

Attachment to Form C & S 500

Articles of Incorporation

Corporation Name: Superior Technologies, Inc.

Class B Common. Class B common stock shall not be entitled to any voice in the management of the Corporation, or to any voting powers at any stockholders' meetings. The management of the Corporation shall be in the hands of the holders of Class A common stock and Class A preferred stock, and they alone shall be entitled to vote at any meeting of the stockholders of the Corporation. Holders of Class B common shares shall be entitled to receive the same (amount and payment date) dividend per share on their Class B common stock shares as declared and paid on Class A common shares, if and when declared by the Corporation's Board of Directors. The Corporation's Board of Directors shall have the authority, but are not so required, to declare and pay dividends in keeping with all applicable laws on Class B common shares without paying any similar dividends on Class A common shares at the same time.

In the event of any liquidation or dissolution or winding-up, whether voluntary or involuntary, of the Corporation, the holders of Class B common stock shall be entitled to be paid in full both the stated value of their shares and the unpaid dividends accrued thereon, before any amount shall be paid to the holders of Class A common stock, and no more. Such payments to holders of Class B common stock shall not be made until the priority obligations to holders of Class A preferred stock as established in these articles have been made. If, after payments to holders of Class A preferred stock, there are insufficient remaining assets to cover the Corporation's herein-stated obligation to Class B common stockholders, a pro rata allocation per share of the available assets will be made to Class B common stockholders.

Attachment to Form C & S 500

Articles of Incorporation

Corporation Name: Superior Technologies, Inc.

Class A Preferred: The shares of Class A preferred stock may be issued from time to time in one or more series with such relative rights and preferences of the shares of any such series as may be determined by the Board of Directors. The Board of Directors is authorized to fix by resolution or resolutions adopted prior to the issuance of any shares of each particular series of ~~Class A preferred stock, the designations and relative rights and~~ preferences and the qualifications, limitations and restrictions thereof, if any, of such series, including, but without limiting the generality of the foregoing, the following:

- (a) The amounts of and dates of payments of dividends, if any;
- (b) The stated value per share;
- (c) The price at, and the terms and conditions upon which, shares may be redeemed, if subject to redemption;
- (d) The preferences, if any, of the holders of shares of the series upon voluntary or involuntary liquidation, merger, consolidation, distribution or sale of assets, dissolution or winding up of the Corporation;
- (e) Sinking fund, redemption, repurchase provisions or other like provisions, if any, to be provided for shares of the series;
- (f) The terms and conditions upon which shares may be converted into shares of other series or other capital stock, if issued with the privilege of conversion;
- (g) The voting rights;
- (h) The restrictions, if any, for the benefit of such series, on payment of dividends on other shares of stock of the Corporation, including shares of other series of Class A preferred stock; and
- (i) The restrictions, if any, on the issuance of additional shares of stock of the Corporation, including shares of other series of Class A preferred stock.

Attachment to Form C & S 500

Articles of Incorporation

Cumulative Voting

At each election for directors, every shareholder entitled to vote at the election has the right to vote in person or by proxy, the number of shares owned by him for as many people as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of directors to be elected multiplied by the ~~number of his shares shall equal, or by distributing that number of~~ votes among any number of candidates.